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September 28, 2004

RECORDATION NO. 25224-C FILED

Mr. Vernon A. Williams, Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, DC 20423-0001

SEP 28 '04 3-49 PM

SURFACE TRANSPORTATION BOARD

Re: The Burlington Northern and Santa Fe Railway Company  
Leveraged Lease Financing  
BNSF 2004-H

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of the Memorandum of Trust Indenture Supplement No. 1 (BNSF 2004-H), dated as of September 29, 2004, between the U.S. Bank Trust National Association, not in its individual capacity, but solely as Owner Trustee of the BNSF 2004-H Statutory Trust (the "Owner Trustee") and Wells Fargo Bank Northwest, National Association, as Indenture Trustee (the "Indenture Trustee"), a secondary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Equipment Lease Agreement (BNSF 2004-H), dated as of September 29, 2004, between The Burlington Northern and Santa Fe Railway Company, as lessee (the "Lessee") and U.S. Bank Trust National Association, as Owner Trustee, as Lessor which is being submitted for recording concurrently therewith.

The names and addresses of the parties to the enclosed document are as follows:

Owner Trustee: U.S. Bank Trust National Association  
225 Asylum Street, 23<sup>rd</sup> Floor  
Hartford, Connecticut 06103  
Attention: Corporate Trust Services

Indenture Trustee: Wells Fargo Bank Northwest, National Association  
299 South Main Street, 12th Floor  
MAC: U1228-120  
Salt Lake City Utah 84111  
Attention: Corporate Trust Services

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CHAPMAN AND CUTLER LLP

The equipment covered as of the date hereof by the aforesaid Memorandum of Equipment Lease Agreement consists of 286 Covered Hopper Cars (Bonus) bearing the reporting marks within the series BNSF 478015 through BNSF 478304; 173 53' Doublestack Cars (Bonus) bearing the reporting marks within the series BNSF 253500 through BNSF 253672, inclusive; 87 Refrigerated Boxcars (Bonus) bearing the reporting marks within the series BNSF 793833 through BNSF 793920; 390 Rapid Discharge Coal Cars (Bonus) bearing the reporting marks within the series BNSF 651000 through BNSF 699611; 466 Gondola Coal Cars (Bonus) bearing the reporting marks within the series BNSF 668900 through BNSF 699143, 15 Covered Hopper Cars (Non-Bonus) bearing the reporting marks within the series BNSF 478000 through BNSF 478014, inclusive; and 22 Refrigerated Boxcars (Non-Bonus) bearing the reporting marks within the series BNSF 793811 through BNSF 793832, inclusive; all as specifically described in Exhibit A attached hereto.

A short summary of the document to appear in the index follows:

Memorandum of Trust Indenture Supplement No. 1 (BNSF 2004-H) between U.S. Bank Trust National Association, not in its individual capacity, but solely as Owner Trustee of the BNSF 2004-H Statutory Trust and Wells Fargo Bank Northwest, National Association, as Indenture Trustee.

A fee of thirty dollars (\$30.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Robert Alvord, Esq.  
Alvord and Alvord  
1050 Seventeenth Street, N.W.  
Suite 301  
Washington, D.C. 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-2991).

Sincerely,

CHAPMAN AND CUTLER LLP

By Michael D. Robson  
Michael D. Robson

Enclosures

**EXHIBIT A****UNITS**

EQUIPMENT	QUANTITY	REPORTING MARKS
Covered Hopper Cars (Bonus)	286	BNSF 478015 through BNSF 478285, inclusive BNSF 478287 through BNSF 478293, inclusive BNSF 478295 through BNSF 478299, inclusive BNSF 478301 BNSF 478302 BNSF 478304
53' Doublestack Cars (Bonus)	173	BNSF 253500 through BNSF 253672, inclusive
Refrigerated Boxcars (Bonus)	87	BNSF 793833 through BNSF 793865, inclusive BNSF 793867 through BNSF 793920, inclusive
Rapid Discharge Coal Cars (Bonus)	390	BNSF 651000 through BNSF 651386, inclusive BNSF 699609 through BNSF 699611, inclusive
Gondola Coal Cars (Bonus)	466	BNSF 668900 through BNSF 669342, inclusive BNSF 669345 through BNSF 669354, inclusive BNSF 669357 BNSF 699132 through BNSF 699143, inclusive
Covered Hopper Cars (Non- Bonus)	15	BNSF 478000 through BNSF 478014 inclusive
Refrigerated Boxcars (Non- Bonus)	22	BNSF 793811 through BNSF 793832, inclusive

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3-49 PM

MEMORANDUM OF TRUST INDENTURE SUPPLEMENT NO. 1  
(BNSF 2004-H)

SURFACE TRANSPORTATION BOARD

Memorandum of Trust Indenture Supplement No. 1, made and entered into as of September 29, 2004, by and between U.S. Bank Trust National Association, a national banking association, not in its individual capacity, but solely as Owner Trustee ("Owner Trustee"), and Wells Fargo Bank Northwest, National Association, a national banking association, as Indenture Trustee ("Indenture Trustee").

WITNESSETH:

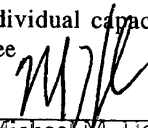
1. The undersigned have entered into that certain Trust Indenture and Security Agreement (BNSF 2004-H), dated as of September 1, 2004 (the "Trust Indenture"), by which the Owner Trustee has granted a security interest to the Indenture Trustee in order to secure the Owner Trustee's performance of certain obligations as described in the Trust Indenture.

2. A memorandum of said Trust Indenture is being recorded with the Surface Transportation Board concurrently herewith pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Trust Indenture Supplement No. 1 (BNSF 2004-H), dated September 29, 2004, relating to the above-described Trust Indenture and extending the Owner Trustee's grant of a security interest therein to certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

U.S. BANK TRUST NATIONAL ASSOCIATION,  
not in its individual capacity, but solely as  
Owner Trustee

By   
Name: Michael M. Hopkins  
Title: Vice President

Executed on this 16<sup>th</sup> day of September, 2004.

WELLS FARGO BANK NORTHWEST, NATIONAL  
ASSOCIATION

By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_\_ day of September, 2004.

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**MEMORANDUM OF TRUST INDENTURE SUPPLEMENT NO. 1  
(BNSF 2004-H)**

Memorandum of Trust Indenture Supplement No. 1, made and entered into as of September 21, 2004, by and between U.S. Bank Trust National Association, a national banking association, not in its individual capacity, but solely as Owner Trustee ("*Owner Trustee*"), and Wells Fargo Bank Northwest, National Association, a national banking association, as Indenture Trustee ("*Indenture Trustee*").

**WITNESSETH:**

1. The undersigned have entered into that certain Trust Indenture and Security Agreement (BNSF 2004-H), dated as of September 1, 2004 (the "*Trust Indenture*"), by which the Owner Trustee has granted a security interest to the Indenture Trustee in order to secure the Owner Trustee's performance of certain obligations as described in the Trust Indenture.

2. A memorandum of said Trust Indenture is being recorded with the Surface Transportation Board concurrently herewith pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Trust Indenture Supplement No. 1 (BNSF 2004-H), dated September 21, 2004, relating to the above-described Trust Indenture and extending the Owner Trustee's grant of a security interest therein to certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

U.S. BANK TRUST NATIONAL ASSOCIATION,  
not in its individual capacity, but solely as  
Owner Trustee

By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_\_ day of September, 2004.

WELLS FARGO BANK NORTHWEST, NATIONAL  
ASSOCIATION


By  \_\_\_\_\_  
Name: Brett R. King  
Title: Vice President

Executed on this 16<sup>th</sup> day of September, 2004.

STATE OF Connecticut )  
 )  
COUNTY OF Hartford ) SS.:

On this, the 16<sup>th</sup> day of September, 2004, before me, a Notary Public in and for said County and State, personally appeared Michael M. Hopkins, who being by me duly sworn, says that (s)he is the Vice President of U.S. BANK TRUST NATIONAL ASSOCIATION, that said instrument was signed on September 16, 2004 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

  
Name: KAREN R. FELT  
Notary Public NOTARY PUBLIC  
My Commission Expires 02/28/2009  
My Commission Expires:  
Residing in Middletown, CT

STATE OF \_\_\_\_\_ )  
 ) SS.:  
COUNTY OF \_\_\_\_\_ )

On this, the \_\_\_\_ day of September, 2004, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, that said instrument was signed on September \_\_\_\_, 2004 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

STATE OF \_\_\_\_\_ )  
 ) SS.:  
COUNTY OF \_\_\_\_\_ )

On this, the \_\_\_\_ day of September, 2004, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of U.S. BANK TRUST NATIONAL ASSOCIATION, that said instrument was signed on September \_\_\_, 2004 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

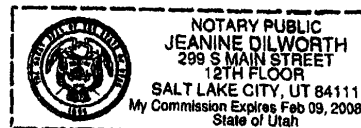
\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

STATE OF UTAH )  
 ) SS.:  
COUNTY OF SALT LAKE )

On this, the 16<sup>th</sup> day of September, 2004, before me, a Notary Public in and for said County and State, personally appeared Brett P. King, who being by me duly sworn, says that (s)he is the VICE PRESIDENT of WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, that said instrument was signed on September 16, 2004 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Jeanine Dilworth  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_



**EXHIBIT A****UNITS**

EQUIPMENT	QUANTITY	REPORTING MARKS
Covered Hopper Cars (Bonus)	286	BNSF 478015 through BNSF 478285, inclusive BNSF 478287 through BNSF 478293, inclusive BNSF 478295 through BNSF 478299, inclusive BNSF 478301 BNSF 478302 BNSF 478304
53' Doublestack Cars (Bonus)	173	BNSF 253500 through BNSF 253672, inclusive
Refrigerated Boxcars (Bonus)	87	BNSF 793833 through BNSF 793865, inclusive BNSF 793867 through BNSF 793920, inclusive
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Gondola Coal Cars (Bonus)	466	BNSF 668900 through BNSF 669342, inclusive BNSF 669345 through BNSF 669354, inclusive BNSF 669357 BNSF 699132 through BNSF 699143, inclusive
Covered Hopper Cars (Non- Bonus)	15	BNSF 478000 through BNSF 478014 inclusive
Refrigerated Boxcars (Non- Bonus)	22	BNSF 793811 through BNSF 793832, inclusive



CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

*9/28/04*



\_\_\_\_\_  
Robert W. Alvord